

EXHIBIT 12

Exhibit No. [12] to Proposed Pre-Trial Order

**NorthWestern's Witness List
(Local Civil Rule 16.3(c)(7))**

NorthWestern may call any of the following witnesses at trial. In addition to those specifically listed below, NorthWestern may also call any witness listed by Plaintiffs.

NorthWestern also reserves the right to call additional witnesses necessitated by any of the Court's pre-trial rulings and to rely upon the Plaintiffs' Designations of Witnesses by Deposition, if NorthWestern so chooses.

Live Witnesses

Charles Patrizia

Christopher Kearns

Bruce Bingham

Counter Designations for Plaintiffs' Designations of Witnesses by Deposition (with transcript designations)

Michael Hanson

p. 11 line 12 – p. 12 line 25
p. 21 line 15 – p. 22 line 11
p. 64 line 6 – p. 64 line 11
p. 64 line 14 – p. 64 line 25
p. 84 line 7
p. 98 line 16 – p. 98 line 25
p. 107 line 16 – p. 107 line 21
p. 120 line 7 – p. 120 line 13
p. 127 line 16 – p. 127 line 25
p. 213 line 13 – p. 214 line 4
p. 252 line 1 – p. 254 line 15

Merle Lewis

p. 65 line 20 – p. 66 line 4
p. 66 line 16
p. 123 line 23 – p. 123 line 25
p. 126 line 19 – p. 127 line 14
p. 129 line 23
p. 132 line 15 – p. 132 line 19
p. 135 line 22
p. 138 line 3
p. 140 line 23
p. 141 line 13
p. 162 line 8
p. 174 line 15 – p. 174 line 16
p. 175 line 10 – p. 175 line 11
p. 182 line 4 – p. 182 line 5
p. 192 line 14 – p. 192 line 15

Richard Hylland

p. 17 line 25 – p. 18 line 22
p. 24 line 14
p. 25 line 22 – p. 25 line 24
p. 56 line 11
p. 58 line 3 – p. 58 line 13
p. 65 line 23 – p. 65 line 24
p. 66 line 17 – p. 66 line 18
p. 66 line 23

p. 74 line 6
p. 86 line 9
p. 87 line 5
p. 87 line 21
p. 88 line 10 – p. 88 line 11
p. 95 line 12
p. 95 line 22
p. 112 line 11
p. 123 line 1
p. 184 line 5 – p. 185 line 15
p. 185 line 18 – p. 185 line 21
p. 287 line 19 – p. 287 line 20

Michael Nieman

p. 22 line 16 – p. 22 line 23
p. 44 line 2 – p. 44 line 17
p. 57 line 18 – p. 57 line 25
p. 67 line 10 – p. 67 line 19
p. 82 line 3 – p. 82 line 20
p. 91 line 11 – p. 91 line 21
Errata Sheet

Gary Drook

p. 15 line 7
p. 16 line 3 – p. 16 line 8
p. 17 line 7
p. 19 line 5 – p. 19 line 6
p. 20 line 2
p. 30 line 15 – p. 30 line 17
p. 55 line 18 – p. 55 line 19
p. 65 line 17 – p. 66 line 8
p. 67 line 20 – p. 67 line 24
p. 75 line 22
p. 84 line 25 – p. 85 line 5
p. 102 line 23 – p. 103 line 9
p. 103 line 10 – p. 103 line 22
p. 108 line 3 – p. 109 line 3
p. 129 line 22 – p. 130 line 8
p. 138 line 19 – p. 138 line 22
p. 144 line 14 – p. 144 line 23
p. 144 line 24 – p. 145 line 3
p. 149 line 17 – p. 152 line 9
p. 152 line 19 – p. 153 line 20
p. 154 line 6 – p. 154 line 18

p. 168 line 24 – p. 169 line 21

Rick Fresia

p. 21 line 22 – p. 21 line 25

p. 22 line 1-p. 22 line 20

p. 24 line 19 – p. 24 line 22

p. 24 line 23- p. 24 line 25

p. 28 line 20 – p. 28 line 16

p. 33 line 18 – p. 33 line 21

p. 33 line 15 – p. 34 line 12

p. 35 line 13

p. 43 line 5 – p. 43 line 14

p. 45 line 22 – p. 46 line 14

p. 49 line 22 – p. 50 line 11

p. 53 line 14 – p. 53 line 25

p. 57 line 25 – p. 58 line 7

p. 58 line 25 – p. 59 line 9

p. 77 line 14 – p. 78 line 4

p. 78 line 10 – p. 78 line 14

p. 80 line 12 – p. 81. line 14

p. 81 line 15 – p. 82 line 1

p. 86 line 12 – p. 86 line 21

p. 89 line 11 – p. 90 line 15

p. 92 line 7 – p. 92 line 16

p. 96 line 16 - p. 96 line 18

p. 104 line 4 – p. 104 line 11

p. 105 line 5

Eric Jacobsen

p. 14 line 9 – p. 14 line 13

p. 16 line 2 – p. 16 line 20

p. 17 line 1 – p. 17 line 17

p. 20 line 10 – p. 20 line 17

p. 20 line 18 – p. 21 line 24

p. 52 line 9 – p. 52 line 13

p. 60 line 15

p. 60 line 25

p. 61 line 17 – p. 61 line 18

p. 61 line 24

p. 63 line 3

p. 81 line 23

p. 82 line 24 – p. 82 line 25

p. 145 line 9

p. 146 line 11

p. 146 line 23
p. 148 line 15
p. 149 line 6
p. 153 line 11
p. 165 line 19
p. 166 line 15
p. 166 line 17 – p. 167 line 4
p. 169 line 24 – p. 169 line 25
p. 170 line 17 – p. 170 line 18
p. 171 line 12 – p. 171 line 13
p. 171 line 24

Kendall Kliewer

p. 8 line 8 – p. 8 line 17
p. 16 line 20 – p. 16 line 25
p. 36 line 15 – p. 36 line 16
p. 39 line 6 – p. 39 line 19
p. 40 line 16 p. 40 line 19
p. 42 line 3 – p. 43 line 20
p. 56 line 18 – p. 56 line 20
p. 80 line 3 – p. 80 line 18
p. 84 line 24 – p. 85 line 13
p. 99 line 3 – p. 99 line 11
p. 110 line 1 – p. 112 line 22
p. 113 line 7 – p. 113 line 15
p. 117 line 21 – p. 117 line 23
p. 137 line 23 – p. 138 line 16
p. 139 line 6 – p. 139 line 9
p. 151 line 23 – p. 151 line 25
p. 165 line 12 – p. 165 line 13
p. 174 line 18 – p. 174 line 19
p. 176 line 9 – p. 177 line 3
p. 177 line 16 – p. 177 line 23
p. 177 line 24 – p. 178 line 8
p. 178 line 11 – p. 178 line 15
p. 178 line 20 – p. 178 line 24
p. 179 line 11 – p. 179 line 13
p. 181 line 6 – p. 181 line 9
p. 183 line 4 – p. 183 line 6
p. 183 line 14- p. 183 line 21
p. 185 line 12 – p. 185 line 15
p. 189 line 16 – p. 189 line 17
p. 191 line 10 – p. 191 line 12
p. 191 line 16 – p. 192 line 1
p. 210 line 1 – p. 210 line 5

p. 213 line 4 – p. 213 line 11
p. 218 line 19 – p. 220 line 2
p. 237 line 3
p. 239 line 12 – p. 239 line 19
p. 240 line 5 – p. 241 line 21
Errata Sheet

Ernie Kindt

p. 13 line 13 – p. 13 line 17
p. 14 line 7 – p. 14 line 9
p. 16 line 16 – p. 16 line 25
p. 17 line 19
p. 19 line 6
p. 20 line 19 – p. 21 line 3
p. 24 line 16 – p. 24 line 17
p. 25 line 1
p. 26 line 1 – p. 26 line 2
p. 27 line 11
p. 30 line 6 – p. 30 line 8
p. 30 line 20 – p. 30 line 21
p. 31 line 23
p. 33 line 1
p. 33 line 17
p. 36 line 2
p. 36 line 15 – p. 36 line 16
p. 37 line 13 – p. 37 line 14
p. 38 line 17 – p. 38 line 18
p. 38 line 25
p. 39 line 1
p. 39 line 21
p. 40 line 1 – p. 40 line 2
p. 42 line 2
p. 42 line 23
p. 43 line 7 – p. 43 line 12
p. 43 line 20
p. 44 line 7
p. 44 line 16
p. 46 line 21
p. 47 line 4 – p. 47 line 6
p. 48 line 25
p. 51 line 25
p. 53 line 1
p. 53 line 4
p. 53 line 16
p. 53 line 24 – p. 53 line 25

p. 54 line 8 – p. 54 line 12
p. 55 line 1 – p. 55 line 4
p. 56 line 15 – p. 56 line 17
p. 57 line 2 – p. 57 line 3
p. 57 line 22 – p. 57 line 23
p. 58 line 7 – p. 58 line 10
p. 61 line 3 – p. 61 line 9
p. 62 line 14
p. 62 line 19
p. 63 line 19 – p. 63 line 23
p. 64 line 6 – p. 64 line 7
p. 64 line 17
p. 65 line 10 – p. 65 line 11
p. 65 line 23 – p. 65 line 25
p. 66 line 18 – p. 66 line 24
p. 67 line 8 – p. 67 line 12
p. 69 line 21 – p. 69 line 23
p. 70 line 25 – p. 71 line 2
p. 71 line 11
p. 75 line 14
p. 78 line 14 – p. 78 line 16
p. 79 line 5 – p. 79 line 10
p. 82 line 11
p. 83 line 5 – p. 87 line 6
p. 90 line 13 – p. 90 line 24
p. 91 line 1
p. 91 line 9 – p. 91 line 10

Bart Thielbar

p. 7 line 11 – p. 7 line 21
p. 8 line 2 – p. 8 line 11
p. 10 line 9 – p. 10 line 20
p. 12 line 8 – p. 12 line 10
p. 13 line 15 – p. 13 line 18
p. 13 line 19 – p. 14 line 1
p. 17 line 13 – p. 17 line 25
p. 19 line 21 – p. 19 line 23
p. 20 line 16 – p. 20 line 19
p. 21 line 6 – p. 20 line 7
p. 29 line 17 – p. 29 line 22
p. 36 line 6 – p. 36 line 11
p. 39 line 7 – p. 39 line 11
p. 40 line 25
p. 41 line 1
p. 41 line 22 – p. 42 line 1

p. 42 line 16 – p. 43 line 14
p. 51 line 18
p. 58 line 1
p. 61 line 22 – p. 62 line 3
p. 62 line 22 – p. 62 line 24
p. 64 line 10 – p. 64 line 11
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p. 65 line 7 – p. 65 line 9
p. 67 line 18 – p. 67 line 19
p. 79 line 24 – p. 79 line 25
p. 80 line 1 – p. 80 line 13
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p. 87 line 12 – p. 87 line 13
p. 88 line 2 – p. 88 line 4
p. 89 line 9
p. 101 line 4 – p. 104 line 16
p. 106 line 8 – p. 106 line 12
p. 115 line 24 – p. 115 line 25
p. 132 line 5
p. 133 line 4 – p. 133 line 5
p. 135 line 17 – p. 135 line 18
p. 136 line 4
p. 136 line 10
p. 137 line 10 – p. 137 line 12
p. 137 line 13 – p. 137 line 17
p. 138 line 1 – p. 138 line 5
p. 143 line 19 – p. 144 line 9
p. 144 line 13 – p. 145 line 2
p. 145 line 15 – p. 145 line 21
p. 146 line 2 – p. 146 line 8
p. 148 line 7 – p. 148 line 10
p. 149 line 20 – p. 150 line 6
p. 157 line 13 – p. 157 line 14

Mary Beth Lewicki

p. 34 line 3 – p. 34 line 4
p. 44 line 13 – p. 44 line 23
p. 48 line 22
p. 51 line 6 – p. 51 line 20
p. 59 line 23 – p. 60 line 15
p. 63 line 23 – p. 63 line 25
p. 67 line 22 – p. 67 line 25
p. 73 line 7 – p. 73 line 9
p. 75 line 14 – p. 76 line 4

p. 77 line 4 – p. 77 line 5
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p. 71 line 5 – p. 72 line 10
p. 81 line 23 – p. 82 line 17
p. 89 line 25 – p. 90 line 18
p. 92 line 23 – p. 93 line 6
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p. 100 line 9 – p. 100 line 19
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